

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

ERIC FORSYTHE, et al.,	)	
	)	
v.	)	Civil Action No. 04-10584-GAO
	)	
MASSACHUSETTS FINANCIAL SERVICES COMPANY, et al.	)	
	)	

**STIPULATION OF DISMISSAL WITH PREJUDICE**

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, all parties ("Parties") to the above-captioned civil action ("Action") stipulate and agree as follows:

1. Plaintiff Eric Forsythe ("Forsythe") filed the above-captioned action in the District Court on March 25, 2004. Richard Koslow filed a related action in this court on May 20, 2004 captioned *Koslow v. Sun Life Financial, Inc.*, Docket No. 04-11019-GAO ("Koslow Action"). Larry R. Eddings filed a related action in this court on April 15, 2004 captioned *Eddings v. Sun Life Financial, Inc.*, Docket No. 04-10764-GAO. All of these actions initially asserted claims on behalf of a class of shareholders of all mutual funds advised by MFS, and derivative claims and claims under Section 36(b) of the Investment Company Act on behalf of all such funds.

2. On March 3, 2005, Forsythe and others including plaintiffs in the Forsythe and Koslow Actions ("Plaintiffs") filed a Consolidated Amended Complaint ("Complaint") in this Action.

3. Defendants moved to dismiss the Complaint. On January 19, 2006, the District Court dismissed the Complaint except that it permitted Forsythe and Koslow to pursue claims under Section 36(b) of the Investment Company Act on behalf of two funds ("Remaining Funds"). The claims of the remaining named plaintiffs in the Action were dismissed.

4. The Parties engaged in extensive discovery. Defendants produced over 130,000 pages of documents, including all of the materials submitted to the independent trustees of the Remaining Funds in connection with their consideration and approval of the advisory and other fees challenged in the Action.

5. The Court entered a separate judgment pursuant to Rule 54(b) of the Federal Rules of Civil Procedure dismissing the claims in the Action of plaintiff Eddings and plaintiff City of Chicago Deferred Compensation Plan. The remaining parties to the Action have discussed with the Court their intention to conclude the Action in light of a settlement.

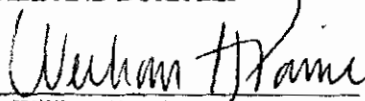
6. This Action shall be dismissed with prejudice and without costs, all rights of appeal having been waived.

7. The dismissal shall take effect upon approval by the Court of this Stipulation and upon entry on the docket of an Order dismissing the Action with prejudice, all rights of appeal having been waived.

MASSACHUSETTS FINANCIAL  
SERVICES COMPANY AND  
MASSACHUSETTS FUND  
DISTRIBUTORS, INC.

By their attorneys,

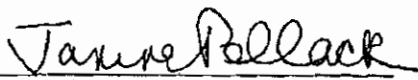
WILMER CUTLER PICKERING  
HALE AND DORR LLP

  
By: William H. Paine

ERIC FORSYTHE, RICHARD  
KOSLOW, AND CITY OF  
CHICAGO DEFERRED  
COMPENSATION PLAN.

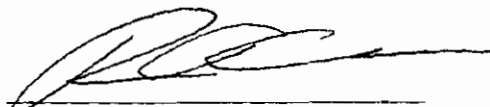
By their attorneys,

MILBERG WEISS LLP

  
By: Janine Pollack  
Counsel for Eric Forsythe

-and-

WEISS & LURIE



By: Richard Acocelli  
*Counsel for Counsel for Eric Forsythe,  
Richard Koslow and City of Chicago  
Deferred Compensation Plan*

-and-

STULL, STULL & BRODY

By: Jules Brody  
*Counsel for Counsel for Counsel for Eric  
Forsythe, Richard Koslow and City of  
Chicago Deferred Compensation Plan*

-and-

BERNSTEIN LITOWITZ BERGER &  
GROSSMAN LLP

By: William C. Fredericks  
*Counsel for City of Chicago Deferred  
Compensation Plan*

- and -

BROWER PIVEN, A Professional  
Corporation

By: Charles J. Piven  
*Counsel for Eric Forsythe*

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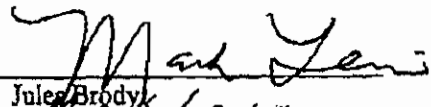
WEISS & LURIE

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By: Richard Acocelli  
*Counsel for Counsel for Eric Forsythe,  
Richard Koslow and City of Chicago  
Deferred Compensation Plan*

-and-

STULL, STULL & BRODY



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*Counsel for Counsel for Counsel for Eric  
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-and-

BERNSTEIN LITOWITZ BERGER &  
GROSSMAN LLP



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*Counsel for City of Chicago Deferred  
Compensation Plan*

- and -

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*Counsel for City of Chicago Deferred  
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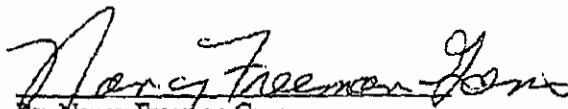
- and -

BROWER PIVEN, A Professional  
Corporation

  
By: Charles J. Piven  
*Counsel for Eric Forsythe*

- and -

MOULTON & GANS, P.C.



By: Nancy Freeman Gans

*Counsel for Eric Forsythe, City of Chicago  
Deferred Compensation Plan, and Richard  
Koslow*

-and-

GILMAN AND PASTOR, LLP

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By: David Pastor

*Counsel for Richard Koslow*

-and-

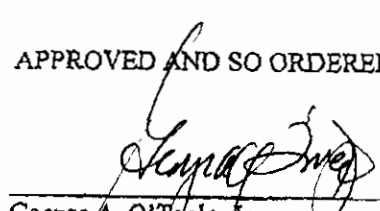
SCHIFFRIN BARROWAY TOPAZ &  
KESSLER, LLP

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By: Richard A. Maniskas

*Counsel for Richard Koslow*

APPROVED AND SO ORDERED: 6/6/08



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George A. O'Toole, Jr.  
United States District Judge


- and -

MOULTON & GANS LLP

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By: Nancy Freeman Gans  
*Counsel for Eric Forsythe, City of Chicago  
Deferred Compensation Plan, and Richard  
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-and-

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*Counsel for Richard Koslow*

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*Counsel for Richard Koslow*

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United States District Judge